

SCHEDULE

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
BORZOI BOOKS & Dog Design	177,307	12/18/23
CAPERS & Design	1,186,720	01/19/82
Dog Design	1,381,354	02/04/86
KNOPF	1,424,781	01/13/87
KNOPF COOKS AMERICAN	1,654,640	08/20/91
EL & Design	1,756,804	03/09/93

F981208000740

CERTIFICATE OF MERGER

OF

ALFRED A. KNOPF, INC.

WITH AND INTO

RANDOM HOUSE, INC.

Under Section 905 of the Business Corporation Law

CSC 45

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as a subsidiary corporation into said surviving corporation.

SECOND: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on February 28, 1918, is Alfred A. Knopf, Inc.

THIRD: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on February 21, 1966, is Random House, Inc. The name under which Random House, Inc. was formed, is RCA Publishing Company, Inc.

FOURTH: The number of outstanding shares of Alfred A. Knopf, Inc. are 3,937 1/2 Class A Shares and 23,884 Class B Shares, all of which are owned by Random House, Inc.

FIFTH: The merger herein certified was authorized in respect of the surviving corporation Random House, Inc. by written consent of the Board of Directors thereof.

IN WITNESS WHEREOF, the undersigned has executed this document on the date set forth below and does hereby affirm, under the penalties of perjury, that the statements contained herein are true and correct.

Dated: November 16, 1998

Random House, Inc.

By:

Harriette Dorson
Harriette Dorson, Senior Vice President,
Secretary and General Counsel

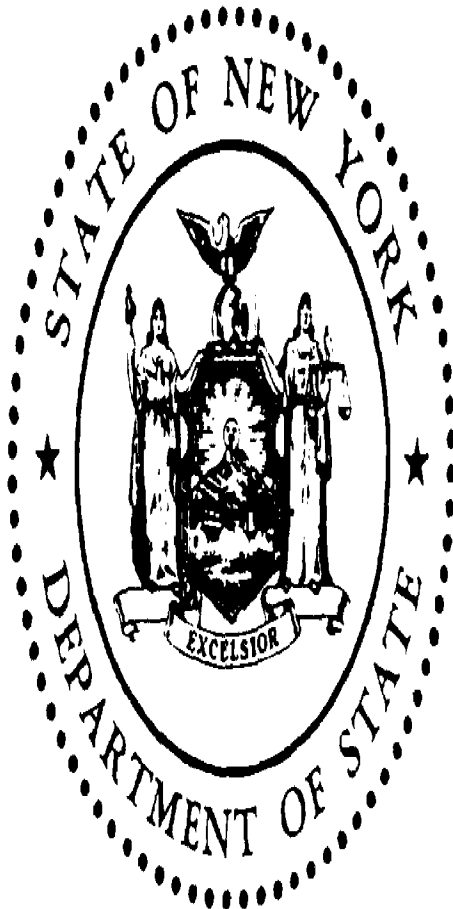
TRADEMARK

REEL: 1881 FRAME: 0424

State of New York }
Department of State } SS:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **MAR 10 1999**



A handwritten signature in black ink, appearing to read "J. Leub", with a long horizontal line extending to the right.

Special Deputy Secretary of State

F981208000740

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85
11/17/98
DEC 08 1998

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 08 1998
TAXS
BY: JAH

New York

Bertelsmann Inc.
1540 Broadway, 24th Floor
New York, NY 10036-4098
054524 Scst

BILLED

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